

RECORDATION NO. 28646 FILED

JAN 19 '10 -3 00 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
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January 19, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D C. 20423

Contract 3-8315 Rider 1

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St Charles, Missouri 63301

[Lessee. Pioneer Oil, LLC
1728 Lampman Drive
Billings, MT 59102]

Section Chief
January 19, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

60 railcars within the series SHPX 207638 - SHPX 207949 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

JAN 19 '10 -3 00 PM

MEMORANDUM OF LEASE**SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Pioneer Oil, LLC, a Montana Limited Liability Company ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

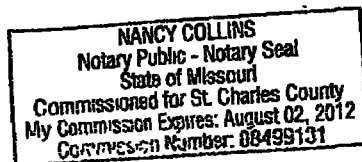
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: Brian Evdo
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 21st day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Nancy Collins
Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Pioneer Oil

Contract 3-8315 rder 1 dtd 6/30/05

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	207638
	Tank	SHPX	207639
	Tank	SHPX	207640
	Tank	SHPX	207641
	Tank	SHPX	207642
	Tank	SHPX	207643
	Tank	SHPX	207644
	Tank	SHPX	207645
	Tank	SHPX	207646
	Tank	SHPX	207647
	Tank	SHPX	207648
	Tank	SHPX	207649
	Tank	SHPX	207650
	Tank	SHPX	207651
	Tank	SHPX	207652
	Tank	SHPX	207653
	Tank	SHPX	207654
	Tank	SHPX	207655
	Tank	SHPX	207656
	Tank	SHPX	207657
	Tank	SHPX	207658
	Tank	SHPX	207659
	Tank	SHPX	207660
	Tank	SHPX	207661
	Tank	SHPX	207662
	Tank	SHPX	207663
	Tank	SHPX	207664
	Tank	SHPX	207665
	Tank	SHPX	207666
	Tank	SHPX	207667
	Tank	SHPX	207668
	Tank	SHPX	207669
	Tank	SHPX	207670
	Tank	SHPX	207671

Schedule A

Equipment

Pioneer Oil

Contract 3-8315 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	207672
	Tank	SHPX	207673
	Tank	SHPX	207674
	Tank	SHPX	207675
	Tank	SHPX	207676
	Tank	SHPX	207677
	Tank	SHPX	207678
	Tank	SHPX	207679
	Tank	SHPX	207680
	Tank	SHPX	207681
	Tank	SHPX	207682
	Tank	SHPX	207683
	Tank	SHPX	207684
	Tank	SHPX	207685
	Tank	SHPX	207686
	Tank	SHPX	207687
	Tank	SHPX	207940
	Tank	SHPX	207941
	Tank	SHPX	207942
	Tank	SHPX	207943
	Tank	SHPX	207944
	Tank	SHPX	207945
	Tank	SHPX	207946
	Tank	SHPX	207947
	Tank	SHPX	207948
	Tank	SHPX	207949

60

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated

1/19/2010



Robert W Alvord